




Form PTO-1594 (Rev. 6-93) <b>RECORDATION FORM COVER SHEET</b> U.S. DEPARTMENT OF COMMERCE OMB No. 0651-0011 (exp. 4/94) <b>TRADEMARKS ONLY</b> Patent and Trademark Office									
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof									
1. Name of conveying party(ies):  Wells Fargo & Company  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Delaware <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies):  WFC Holdings Corporation 420 Montgomery Street San Francisco, CA 94104  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Delaware <input type="checkbox"/> Other _____  If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)								
3. Nature of conveyance:  <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 2, 1998</u>	4. Application number(s) or trademark number(s), and identification or description of the mark(s):  <table style="width: 100%;"> <tr> <td style="width: 50%;">A. Trademark Application No(s). and description</td> <td style="width: 50%;">B. Trademark Registration No(s). and description</td> </tr> <tr> <td></td> <td>779,187 (WELLS FARGO)</td> </tr> <tr> <td></td> <td>2,007,721 (WELLS FARGO ONLINE)</td> </tr> <tr> <td></td> <td>2,457,743 (WELLS FARGO)</td> </tr> </table>	A. Trademark Application No(s). and description	B. Trademark Registration No(s). and description		779,187 (WELLS FARGO)		2,007,721 (WELLS FARGO ONLINE)		2,457,743 (WELLS FARGO)
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	2,457,743 (WELLS FARGO)								
5. Name and address of party to whom correspondence concerning document should be mailed:  Kerry R. Thompson FAEGRE & BENSON LLP 2200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-3901 612/766-7226	6. Total number of applications and registrations involved: <u>03</u>  7. Total fee (37 CFR 3.41) ..... \$90.00  <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit Account number: <u>06-0029</u>								
<b>DO NOT USE THIS SPACE</b>									
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <table style="width: 100%;"> <tr> <td style="width: 35%;"> <u>Kerry R. Thompson</u>  <u>Paralegal</u>            Name of person signing         </td> <td style="width: 35%; text-align: center;">             Signature         </td> <td style="width: 30%; text-align: right;"> <u>April 28, 2003</u>            Date         </td> </tr> </table>		<u>Kerry R. Thompson</u> <u>Paralegal</u> Name of person signing	 Signature	<u>April 28, 2003</u> Date					
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Total number of pages including cover sheet, attachments, and document: <u>4</u>									

**Mail documents to be recorded with required cover sheet information to:**  
**Director – U.S. Patent and Trademark Office, Box Assignments**  
**Washington, D.C. 20231**

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WELLS FARGO & COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "WFC HOLDINGS CORPORATION" UNDER THE NAME OF  
"WFC HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:33  
O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2939552 8100M

AUTHENTICATION: 1454204

010577685

DATE: 11-19-01

TRADEMARK  
REEL: 002641 FRAME: 0255

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:33 PM 11/02/1998  
981422610 - 2939552

**CERTIFICATE OF MERGER**  
  
**of**  
  
**WELLS FARGO & COMPANY**  
  
**With and Into**  
  
**WFC HOLDINGS CORPORATION**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger herein certified is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Wells Fargo & Company	Delaware
WFC Holdings Corporation	Delaware

**SECOND:** That an agreement and plan of merger (the "Merger Agreement") between the parties to the merger herein certified (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the Merger is WFC Holdings Corporation.

**FOURTH:** That the Certificate of Incorporation of WFC Holdings Corporation, a Delaware corporation which will survive the Merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Merger Agreement is on file at an office of the surviving corporation. The address of this office is 420 Montgomery Street, San Francisco, California 94104.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective at 5:00 p.m. Eastern Standard Time on the date of its filing with the Secretary of State of the State of Delaware.

Dated: November 2 , 1998

WFC Holdings Corporation

BY:   
Name: Richard M. Kovacevich  
Title: President

ATTEST:

BY:   
Name: Laurel A. Holschuh  
Title: Secretary